

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:) Case No. 19-40883-659
) Chapter 11
PAYLESS HOLDINGS LLC, *et al.*,)
) (Joint Administration Requested)
Debtors.¹)
) Hearing Date: February 19, 2019
) Hearing Time: 1:30 p.m. (Central Time)
) Hearing Location: Courtroom 7 North

**DEBTORS' MOTION SEEKING ENTRY OF
AN ORDER (I) SCHEDULING AN EXPEDITED HEARING ON
FIRST DAY MOTIONS FILED BY THE DEBTORS, (II) APPROVING THE FORM
AND MANNER OF NOTICE THEREOF, AND (III) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state as follows in support of this motion (this “Motion”):

Relief Requested

1. By this Motion, and pursuant to section 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 9006(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9013-2(A) of the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the Eastern District of Missouri (the “Local Bankruptcy

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Payless Holdings LLC [5704]; Payless Intermediate Holdings LLC [5190]; WBG-PSS Holdings LLC [0673]; Payless Inc. [3160]; Payless Finance, Inc. [2101]; Collective Brands Services, Inc. [7266]; PSS Delaware Company 4, Inc. [1466]; Shoe Sourcing, Inc. [4075]; Payless ShoeSource, Inc. [4097]; Eastborough, Inc. [2803]; Payless Purchasing Services, Inc. [3043]; Payless ShoeSource Merchandising, Inc. [0946]; Payless Gold Value CO, Inc. [3581]; Payless ShoeSource Distribution, Inc. [0944]; Payless ShoeSource Worldwide, Inc. [6884]; Payless NYC, Inc. [4126]; Payless ShoeSource of Puerto Rico, Inc. [9017]; Payless Collective GP, LLC [2940]; Collective Licensing, LP [1256]; Collective Licensing International LLC [5451]; Clinch, LLC [9836]; Collective Brands Franchising Services, LLC [3636]; Payless International Franchising, LLC [6448]; PSS Canada, Inc. [4969]; Payless ShoeSource Canada Inc. [4180]; Payless ShoeSource Canada GP Inc. [4182]; and Payless ShoeSource Canada LP [4179]. With respect to certain taxing authorities, the Debtors’ address is 2001 Bryan Street, Suite 800, Dallas, Texas 75201. However, the location of Debtor Payless Holdings LLC’s corporate headquarters and the Debtors’ service address is: c/o Payless ShoeSource Inc., 3231 S.E. 6th Avenue, Topeka, Kansas 66607.

Rules”), the Debtors seek entry of an order (the “Proposed Order”)² (a) scheduling an expedited hearing on certain of the first day motions (collectively, the “First Day Motions”) filed by the Debtors contemporaneously herewith, as set forth in the proposed first day agenda attached hereto as **Exhibit A** (in which the Debtors also indicate whether they are seeking both an interim and a final order on each First Day Motion), (b) approving the form and manner of notice thereof (the “First Day Notice”), a copy of which is annexed hereto as **Exhibit B**, and (c) granting related relief.

Jurisdiction and Venue

1. The United States Bankruptcy Court for the Eastern District of Missouri (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81-9.01(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory and procedural bases for the relief requested herein are § 105(a) of the Bankruptcy Code, Bankruptcy Rule 9006(c), and Local Rule 9013-2(A).

Background

4. The Debtors and their non-debtor affiliates (together, the “Company”) are the largest specialty family footwear retailer in the Western Hemisphere, offering a wide range of shoes and accessory items at affordable prices. The Company operates approximately 3,400 stores in more than 40 countries. The Debtors are headquartered in Topeka, Kansas, with extensive operations that span across the United States, Canada, Latin America, Asia, the Middle East, and Europe.

² A copy of the Proposed Order will be provided to the Notice Parties (as defined below) and made available on the Debtors’ case information website at <https://cases.primeclerk.com/pss>.

5. On the date hereof (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. The Debtors have requested that their cases be consolidated for procedural purposes and administered jointly. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no committees have been appointed or designated.

6. The Debtors commenced these chapter 11 cases approximately 18 months after completing a restructuring and emerging from chapter 11 protection with a reduced debt burden.³ The Debtors, however, have been unable to sustain profitable operations in the current retail environment as a result of various factors more fully described in the *Declaration of Stephen Marotta, Chief Restructuring Officer of Payless Holdings LLC, in Support of Debtors’ Chapter 11 Proceedings and First Day Pleadings* (the “First Day Declaration”).⁴ Accordingly, the Debtors have determined that the best way to maximize value for all of their stakeholders is to liquidate all North America brick and mortar locations through the immediate commencement of going out of business sales. The Debtors believe, in the exercise of their business judgment, that such measures are in the best interests of the Debtors’ estates.

7. A comprehensive description of the Debtors’ businesses and operations, capital structure and events leading to the commencement of these chapter 11 cases is set forth in the First Day Declaration, filed contemporaneously herewith and incorporated herein by reference.

³ On April 4, 2017, the Debtors’ predecessors-in-interest commenced chapter 11 cases (the “Prior Cases”) before the United States Bankruptcy Court for the Eastern District of Missouri, which were jointly administered under the caption *In re Payless Holdings LLC*, No. 17-42267. A plan of reorganization was confirmed in the Prior Cases on July 26, 2017, and such plan went effective on August 10, 2017.

⁴ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

Basis for Relief

8. Section 105(a) of the Bankruptcy Code authorizes this Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” Further, Bankruptcy Rule 9006(c) provides that the Court, for cause shown, may in its discretion reduce the notice period normally required for motions. Finally, Local Bankruptcy Rule 9013-2(A) allows a hearing to be scheduled on an expedited basis “by written motion, setting forth the reason the matter should be considered on an expedited . . . basis.”

9. On the Petition Date, the Debtors filed each of the First Day Motions so as to be heard by this Court on an expedited basis. As described in detail in each of the First Day Motions and the First Day Declaration, the relief requested in the First Day Motions is essential to maintaining the day-to-day operations of the Debtors’ business. Such expedited relief is also necessary to preserve and maximize the value of the Debtors’ estates. Accordingly, the Debtors believe that the First Day Motions involve matters that require an expedited hearing and that cause exists to schedule an expedited hearing (the “First Day Hearing”) on each of the First Day Motions.

10. Courts in this district have granted similar relief concerning expedited consideration of first day motions in other large chapter 11 cases. *See, e.g., In re Armstrong Energy, Inc.*, No. 17-47541 (KAS) (Bankr. E.D. Mo. Nov. 2, 2017); *In re Payless Holdings, LLC*, No. 17-42267 (KAS) (Bankr. E.D. April 5, 2017); *In re Peabody Energy Corp.*, No. 16-42529 (BSS) (Bankr. E.D. Mo. Apr. 15, 2016); *In re Noranda Aluminum, Inc.*, No. 16-10083 (BSS) (Bankr. E.D. Mo. Feb. 9, 2016); *In re Arch Coal, Inc.*, No. 16-40120 (CER) (Bankr. E.D. Mo. Jan. 14, 2016).

Notice

11. The Debtors will provide notice of this Motion to: (a) the Office of the United States Trustee for the Eastern District of Missouri; (b) the holders of the 50 largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the Prepetition ABL Administrative Agent, (i) Choate Hall & Stewart LLP (Attn: Kevin Simard, Douglas Gooding and Jonathan Marshall) and (ii) Thompson Coburn LLP (Attn: Mark Bossi); (d) counsel to the FILO Agent, Greenberg Traurig, LLP (Attn: Jeffrey M. Wolf); (e) counsel to certain Prepetition Term Loan Lenders (i) Kramer Levin Naftalis & Frankel LLP (Attn: Stephen D. Zide), (ii) Doster, Ullom & Boyle, LLC (Attn: Gregory D. Willard) and (iii) Stroock & Stroock & Lavan LLP (Attn: Kristopher M. Hansen and Daniel A. Fliman) and (iv) Lewis Rice LLC (Attn: Sonette T. Magnus); (f) the proposed Monitor, FTI Consulting Canada, Inc. (Attn: Paul Bishop, Greg Watson and Jim Robinson); (g) counsel to the proposed Monitor, Bennett Jones LLP (Attn: Sean Zweig, Kevin Zych and Aiden Nelms); (h) counsel to any statutory committee appointed in the chapter 11 cases; (i) the United States Attorney's Office for the Eastern District of Missouri; (j) the Internal Revenue Service; (k) the United States Securities and Exchange Commission; (l) the state attorneys general for all states in which the Debtors conduct business; and (m) any party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties"). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

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WHEREFORE, the Debtors respectfully request entry of the Proposed Order (a) granting the relief requested herein and (b) granting such other relief as is just and proper.

Dated: February 19, 2019
St. Louis, Missouri

/s/ Richard W. Engel, Jr.

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Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed First Day Agenda

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:)	Case No. 19-40883-659
)	Chapter 11
PAYLESS HOLDINGS LLC, <i>et al.</i> ,)	
)	(Joint Administration Requested)
Debtors. ¹)	
)	Hearing Date: February 19, 2019
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PROPOSED AGENDA FOR FIRST DAY HEARING

Copies of Motions: A copy of each pleading can be viewed on the Court's website at www.moeb.uscourts.gov and the website of the Debtors' proposed notice and claims agent, Prime Clerk LLC, at <https://cases.primeclerk.com/pss>. Further information may be obtained by calling Prime Clerk toll free at 855-252-2156 or internationally at 917-651-0441.

Introductory Presentation

First Day Motions

1. ***Expedited Hearing Motion.*** Debtors' Motion Seeking Entry of an Order (I) Scheduling an Expedited Hearing on First Day Pleadings Filed by the Debtors, (II) Approving the Form and Manner of Notice Thereof, and (III) Granting Related Relief

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Payless Holdings LLC [5704]; Payless Intermediate Holdings LLC [5190]; WBG-PSS Holdings LLC [0673]; Payless Inc. [3160]; Payless Finance, Inc. [2101]; Collective Brands Services, Inc. [7266]; PSS Delaware Company 4, Inc. [1466]; Shoe Sourcing, Inc. [4075]; Payless ShoeSource, Inc. [4097]; Eastborough, Inc. [2803]; Payless Purchasing Services, Inc. [3043]; Payless ShoeSource Merchandising, Inc. [0946]; Payless Gold Value CO, Inc. [3581]; Payless ShoeSource Distribution, Inc. [0944]; Payless ShoeSource Worldwide, Inc. [6884]; Payless NYC, Inc. [4126]; Payless ShoeSource of Puerto Rico, Inc. [9017]; Payless Collective GP, LLC [2940]; Collective Licensing, LP [1256]; Collective Licensing International LLC [5451]; Clinch, LLC [9836]; Collective Brands Franchising Services, LLC [3636]; Payless International Franchising, LLC [6448]; PSS Canada, Inc. [4969]; Payless ShoeSource Canada Inc. [4180]; Payless ShoeSource Canada GP Inc. [4182]; and Payless ShoeSource Canada LP [4179]. With respect to certain taxing authorities, the Debtors' address is 2001 Bryan Street, Suite 800, Dallas, Texas 75201. However, the location of Debtor Payless Holdings LLC's corporate headquarters and the Debtors' service address is: c/o Payless ShoeSource Inc., 3231 S.E. 6th Avenue, Topeka, Kansas 66607.

2. **Joint Administration Motion.** Debtors' Motion Seeking Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief [Docket No. 3]
3. **Cash Collateral Motion.** Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 507, and 552 and Bankruptcy Rules 2002, 4001, and 9014 (I) Authorizing the Use of Cash Collateral, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay and (IV) Scheduling a Final Hearing [Docket No. 61]
4. **Store Closing Motion.** Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief [Docket No. 24]
 - (a) Declaration of Joseph A. Malfitano in Support of Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closings and (III) Granting Related Relief [Docket No. 37]
5. **First Day Declaration.** Declaration of Stephen Marotta, Chief Restructuring Officer of Payless Holdings, LLC in Support of Debtors' Chapter 11 Proceedings and First Day Pleadings [Docket No. 22]
6. **Schedules and Statements Extension Motion.** Debtors' Motion Seeking Entry of an Order (I) Extending Time to (A) File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, Statements of Financial Affairs, and Rule 2015.3 Financial Reports, and (B) Schedule the Meeting of Creditors and (II) Granting Related Relief [Docket No. 6]
7. **Matrix Motion.** Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to (A) Prepare a List of Creditors in Lieu of Submitting a Formatted Mailing Matrix and (B) File a Consolidated List of the Debtors' 50 Largest Unsecured Creditors, (II) Authorizing the Debtors to Redact Certain Personal Identification Information for Individual Creditors, (III) Approving the Manner of Notifying Creditors of Commencement of these Chapter 11 Cases, and (IV) Granting Related Relief [Docket No. 7]
8. **Cash Management Motion.** Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Using the Cash Management System and (B) Maintain Existing Bank Accounts and Business Forms and Books and Records; (II) Authorizing Continued Intercompany Transactions; (III) Granting Administrative Expense Status to Post-Petition Intercompany Payments; and (IV) Granting Related Relief [Docket No. 11]
9. **Wages Motion.** Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other

Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief [Docket No. 5]

10. ***Critical Vendors Motion.*** Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of (A) Critical Vendors and (B) Carriers and Warehousemen and (B) Granting Related Relief [Docket No. 10]
11. ***NOL Motion.*** Debtors' Motion Seeking Entry of Interim and Final Orders (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock and (II) Granting Related Relief [Docket No. 9]
12. ***Utilities Motion.*** Debtors' Motion Seeking Entry of Interim and Final Orders (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Determining Adequate Assurance of Payment for Future Utility Services, (III) Establishing Procedures for Determining Adequate Assurance of Payment, and (IV) Granting Related Relief [Docket No. 19]
13. ***Insurance Motion.*** Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Insurance Coverage Entered into Prepetition and Satisfy Prepetition Obligations Related Thereto and (B) Renew, Supplement, or Purchase Insurance Policies, and (II) Granting Related Relief [Docket No. 20]
14. ***Taxes Motion.*** Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Prepetition Taxes and Fees and (II) Granting Related Relief [Docket No. 28]
15. ***Surety Bond Motion.*** Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue and Renew the Surety Bond Program on an Uninterrupted Basis, and (II) Granting Related Relief [Docket No. 21].
16. ***Cross-Border Protocol Motion.*** Debtors' Motion for an Order Implementing Cross-Border Insolvency Protocol [Docket No. 8]
17. ***Case Management Motion.*** Debtors' Motion Seeking Entry of an Order (I) Establishing Certain Notice, Case Management, and Administrative Procedures, and (II) Granting Related Relief [Docket No. 4]
18. ***Page Limit Motion.*** Debtors' Motion for Leave to Exceed the Page Limitation in Their First Day Motions [Docket No. 67]

Retention Applications

19. ***Claims Agent Application.*** Debtors' Application for an Order (I) Authorizing and Approving the Appointment of Prime Clerk LLC as Notice

and Claims Agent and Administrative Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 31]

20. ***Armstrong Teasdale Application.*** Application of the Debtors and Debtors in Possession, Pursuant to Sections 327(A) and 329(A) of the Bankruptcy Code, Bankruptcy Rules 2014(A) and 2016(B), and Local Bankruptcy Rules 2014(A) and 2016-1, for an Order Authorizing the Debtors and Debtors in Possession to Retain and Employ Armstrong Teasdale LLP as Co-Restructuring Counsel, Effective *Nunc Pro Tunc* Petition Date [Docket No. 25]
21. ***Seward & Kissel LLP Application.*** Debtors' Application for Entry of an Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Retention and Employment of Seward & Kissel LLP as Counsel to the Debtors Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 29]
22. ***Ankura Application.*** Application of the Debtors Pursuant to 11 U.S.C. §§ 105(a) and 363(b) to (I) Retain Ankura Consulting Group, LLC to Provide the Debtors a Chief Restructuring Officer and Certain Additional Personnel and (II) Designate Stephen Marotta as Chief Restructuring Officer for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 32]
23. ***P.J. Solomon Application.*** Application of the Debtors for Appointment of PJ Solomon as Investment Banker to the Debtors Effective as of the Petition Date [Docket No. 34]
24. ***Malfitano Advisors, LLC Application.*** Debtors' Application for Entry of an Order, Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, (I) Authorizing Employment and Retention of Malfitano Advisors, LLC as the Debtors' Asset Disposition Advisor and Consultant, *Nunc Pro Tunc* to the Petition Date and (II) Granting Related Relief [Docket No. 30]
 - (a) Supplemental Declaration of Joseph A. Malfitano in Support of Debtors' Application for Entry of an Order, Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, (I) Authorizing Employment and Retention of Malfitano Advisors, LLC as the Debtors' Asset Disposition Advisor and Consultant, *Nunc Pro Tunc* to the Petition Date and (II) Granting Related Relief [Docket No. 39]
25. ***A&G Realty Partners, LLC Application.*** Application of Debtors for Entry of an Order, Pursuant to 11 U.S.C. § 327(a) and 328(a), Bankruptcy Rules 2014 and 2016, and Local Rules 2014A and 2016-2, Authorizing the Retention and Employment of A&G Realty Partners, LLC as the Debtors' Real Estate Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 26]
26. ***Reevemark Application.*** Debtors' Application Seeking an Order Authorizing the Employment and Retention of Reevemark, LLC as Corporate Communications Consultants to the Debtors *Nunc Pro Tunc* to the Petition [Docket No. 27]

27. ***Akin Gump Application.*** Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Akin Gump Strauss Hauer & Feld, LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date [Docket No. 33]

Dated: February 19, 2019
St. Louis, Missouri

/s/Richard W. Engel, Jr.

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Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT B

First Day Notice

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:) Case No. 19-40883-659
) Chapter 11
PAYLESS HOLDINGS LLC, *et al.*,)
) (Joint Administration Requested)
Debtors.¹)
) Hearing Date: February 19, 2019
) Hearing Time: 1:30 p.m. (Central Time)
) Hearing Location: Courtroom 7 North

NOTICE OF CHAPTER 11 FILING AND OF HEARING ON FIRST DAY MOTIONS

PLEASE TAKE NOTICE THAT:

1. On February 18, 2019, Payless Holdings LLC and certain of its affiliates and direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Eastern District of Missouri (the “Court”).

2. Together with their petitions, the Debtors also filed and requested a prompt Court hearing (the “First Day Hearing”) on certain first day motions (collectively, the “First Day Motions”) identified on the proposed First Day Agenda attached hereto.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Payless Holdings LLC [5704]; Payless Intermediate Holdings LLC [5190]; WBG-PSS Holdings LLC [0673]; Payless Inc. [3160]; Payless Finance, Inc. [2101]; Collective Brands Services, Inc. [7266]; PSS Delaware Company 4, Inc. [1466]; Shoe Sourcing, Inc. [4075]; Payless ShoeSource, Inc. [4097]; Eastborough, Inc. [2803]; Payless Purchasing Services, Inc. [3043]; Payless ShoeSource Merchandising, Inc. [0946]; Payless Gold Value CO, Inc. [3581]; Payless ShoeSource Distribution, Inc. [0944]; Payless ShoeSource Worldwide, Inc. [6884]; Payless NYC, Inc. [4126]; Payless ShoeSource of Puerto Rico, Inc. [9017]; Payless Collective GP, LLC [2940]; Collective Licensing, LP [1256]; Collective Licensing International LLC [5451]; Clinch, LLC [9836]; Collective Brands Franchising Services, LLC [3636]; Payless International Franchising, LLC [6448]; PSS Canada, Inc. [4969]; Payless ShoeSource Canada Inc. [4180]; Payless ShoeSource Canada GP Inc. [4182]; and Payless ShoeSource Canada LP [4179]. With respect to certain taxing authorities, the Debtors’ address is 2001 Bryan Street, Suite 800, Dallas, Texas 75201. However, the location of Debtor Payless Holdings LLC’s corporate headquarters and the Debtors’ service address is: c/o Payless ShoeSource Inc., 3231 S.E. 6th Avenue, Topeka, Kansas 66607.

3. **The Court has scheduled the First Day Hearing for February 19, 2019 at 1:30 p.m. (Central Time) in Courtroom 7 North** of the United States Bankruptcy Court for the Eastern District of Missouri, Eastern Division, 111 S. 10th Street, 4th Floor, St. Louis, Missouri 63102. The First Day Hearing may be adjourned from time to time without further notice other than an announcement at the First Day Hearing.

4. A copy of each of the First Day Motions can be viewed on the Court's website, <http://www.moeb.uscourts.gov/cmecf.htm>, or free of charge at <https://cases.primeclerk.com/pss>.

Your rights may be affected. You should read these papers carefully and discuss them with an attorney, if you have one. (If you do not have one in these bankruptcy cases, you may wish to consult one.)

If you do not want the Court to grant the relief requested in the First Day Motions, or if you want the Court to consider your view on the First Day Motions, you or your attorney must attend the First Day Hearing. **If you or your attorney do not attend the First Day Hearing, the Court may grant the relief requested in the First Day Motions.**

Dated: February 19, 2019
St. Louis, Missouri

/s/ Richard W. Engel, Jr.

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